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AMERADA HESS CORP
Form S-8
May 25, 2004

Registration No. 333-_____

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

AMERADA HESS CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-4921002
(I.R.S. Employer
Identification No.)

1185 Avenue of the Americas
New York, NY 10036
(Address of Principal Executive Offices and Zip Code)

AMERADA HESS CORPORATION
SECOND AMENDED AND RESTATED
1995 LONG-TERM INCENTIVE PLAN
(Full Title of the Plan)

J. Barclay Collins II, Esq.
Executive Vice President
and General Counsel
Amerada Hess Corporation
1185 Avenue of the Americas
New York, NY 10036
(212) 997-8500
(Name, address, and telephone number, including area code, of agent for service)

Copies of communications to:
Kevin Keogh, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, NY 10036
Tel: (212) 819-8200
Fax: (212) 354-8113

CALCULATION OF REGISTRATION FEE

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Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offeri price
Common Stock, par value \$1.00	7,500,000 (1)	\$69.895 (2)	\$524,212,500.00 (

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- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also includes an indeterminate number of shares that may be offered and sold as a result of anti-dilution provisions described in the Amerada Hess Corporation Second Amended and Restated 1995 Long-Term Incentive Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange, Inc., on May 21, 2004.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"

Pursuant to the Securities Act of 1933, as amended (the "Securities Act"), the contents of our Registration Statement on Form S-8 (No. 033-65115) are incorporated by reference herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

(a) Our latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in paragraph (a) above.

(c) The description of our Common Stock contained in Registration Statement No. 333-110294 filed pursuant to the Securities Act, including any amendment or report filed for the purpose of updating such description.

All documents we subsequently file pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Item 8. Exhibits.

Exhibit No. -----	Description of Exhibit -----
4.1	Restated Certificate of Incorporation of the Registrant, incorporated by reference to Exhibit 19 of Form 10-Q of the Registrant for the three months ended September 30, 1988.
4.2	By-Laws of the Registrant, incorporated by reference to Exhibit 3 of Form 10-Q of the Registrant for the three months ended June 30, 2002.
5	Opinion of White & Case LLP.
23.1	Consent of Ernst & Young LLP.

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23.2 Consent of White & Case LLP (included in Exhibit 5 of this Registration Statement).

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24 Power of Attorney (included on signature page).

99 Amerada Hess Corporation Second Amended and Restated 1995 Long-Term Incentive Plan, incorporated by reference to Appendix B of the Definitive Proxy Statement of the Registrant, dated March 26, 2004.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 24, 2004.

AMERADA HESS CORPORATION

By: /s/ J. Barclay Collins II
Name: J. Barclay Collins II
Title: Director, Executive Vice President and General Counsel

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John B. Hess, J. Barclay Collins II and John P. Rielly, each of them acting individually, his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, to do any and all acts and things and to execute any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable Amerada Hess Corporation (the "Company") to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, including, without limitation, the power and authority to sign his or her name in any and all capacities (including his or her capacity as a Director and/or Officer of the Company) to (i) the Registration Statement on Form S-8 or such other form as may be appropriate and any amendments thereto (including post-effective amendments), to be filed with the Securities and Exchange Commission registering 7,500,000 additional shares of common stock of the Company reserved for issuance pursuant to the Amerada Hess Corporation Second Amended and Restated 1995 Long-Term Incentive Plan, and (ii) any and all instruments or documents filed as part of or in connection with such Registration Statement or any amendments thereto (including post-effective amendments); and the undersigned hereby ratifies and confirms all that said attorney-in-fact and agent shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature Title Date

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----- /s/ John B. Hess ----- John B. Hess	----- Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	----- May 24, 2
----- /s/ John P. Rielly ----- John P. Rielly	----- Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	----- May 24, 2

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----- /s/ Nicholas F. Brady ----- Nicholas F. Brady	----- Director	----- May 24, 2
----- /s/ J. Barclay Collins II ----- J. Barclay Collins II	----- Director, Executive Vice President and General Counsel	----- May 24, 2
----- /s/ Thomas H. Kean ----- Thomas H. Kean	----- Director	----- May 24, 2
----- /s/ Frank A. Olson ----- Frank A. Olson	----- Director	----- May 24, 2
----- /s/ Edith E. Holiday ----- Edith E. Holiday	----- Director	----- May 24, 2
----- /s/ John J. O'Connor ----- John J. O'Connor	----- Director	----- May 24, 2
----- Robert N. Wilson	----- Director	
----- /s/ Craig G. Matthews ----- Craig G. Matthews	----- Director	----- May 24, 2
----- /s/ Ernst H. von Metzsch ----- Ernst H. von Metzsch	----- Director	----- May 24, 2

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EXHIBIT INDEX

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